

Company is March 29, 2002 (May 13, 2002 for governmental entities). Accordingly, the ultimate number and allowed amount of such claims are not presently known.

These financial statements have been prepared on a going concern basis, which contemplates continuity of operations, realization of assets, and payment of post-petition liabilities in the ordinary course of business. As a result of the Chapter 11 filings, there is no assurance that the carrying amounts of assets will be realized or that liabilities will be settled for amounts recorded. After negotiations with various parties in interest, the Company expects to present a plan of reorganization to restructure its obligations. The proposed plan of reorganization could change the amounts reported in the financial statements and cause a material change in the carrying amount of assets and liabilities. These financial statements have been prepared in accordance with the AICPA's Statement of Position 90-7 Financial Reporting by Entities in Reorganization Under the Bankruptcy Code ("SOP 90-7"). SOP 90-7 requires segregating pre-petition liabilities that are subject to compromise and identifying all transactions and events that are directly associated with the reorganization of the Company. Also in accordance with SOP 90-7, after the filing date, interest has no longer been accrued on any unsecured and undersecured debt.

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The Company believes, based on information presently available to it, that cash available from operations and the DIP Financing will provide sufficient liquidity to allow it to continue as a going concern for the foreseeable future. However, the ability of the Company to continue as a going concern (including its ability to meet post-petition obligations) and the appropriateness of using the going concern basis for its financial statements are dependent upon, among other things, (i) the Company's ability to comply with the terms of the DIP Financing and any cash management order entered by the Court in connection with the Chapter 11 Cases, (ii) the ability of the Company to maintain adequate cash on hand, (iii) the ability of the Company to generate cash from operations, (iv) confirmation of a plan or plans of reorganization under the Bankruptcy Code, and (v) the Company's ability to achieve profitability following such confirmation.

3. LONG-TERM DEBT

As of December 31, 2001 and 2000, no amounts are outstanding under the Company's debt agreement.

In July 1998, the Company issued \$114 million of 13.25% senior discount notes due 2009. Net of the applicable discounts and the fair value of the common stock sold along with the senior discount notes, proceeds from this issue were \$60 million. The senior discount notes were sold in units that consisted of a \$1,000 note and three shares of common stock of the Company. Shares issued in connection with the offering totaled 342,000. Proceeds of \$3.77 per share were allocated to the sale of the shares, resulting in a discount being recorded on the debt of \$1.3 million. This per share amount represents the fair value of the stock as of the date of the offering. In January 2000, the Company redeemed all outstanding 13.25% senior discount notes at a redemption price equal to 113.25% of the accreted value of the notes.

The 1999 credit facility of Cable is collateralized by essentially all the assets of Cable. The Company has no operations of its own. Consequently, it will rely on dividends and cash flow of Cable to meet any debt service obligations. The terms of the credit facility restrict certain activities of Cable, including the incurrence of additional indebtedness and the payment of certain dividends. Accordingly, substantially all the assets and operations of Cable are restricted as to transfer to the Company and may not be available for dividends and/or debt service of the Company.

The DIP Financing consists of a \$30 million secured super-priority revolving credit agreement with Goldman Sachs as administrative agent, lead arranger and syndication agent. As of December 31, 2001, \$2.0 million is outstanding. It is collateralized by, among other things, a senior lien on substantially all Company assets, including assets that had previously been subject to a lien. The Company and its subsidiaries have guaranteed the obligations under the DIP Financing and the Company has pledged the outstanding stock of its subsidiaries in connection with the DIP Financing. The DIP Financing expires on the one-year anniversary of the first loan under the DIP Financing, unless it is extended to fifteen months following the closing of the first loan. The DIP Financing can be terminated if an event of default occurs and Cable can terminate portions of the revolving credit commitment in certain circumstances.

EXHIBIT INDEX

<Caption>

EXHIBIT NUMBER -----		DESCRIPTION -----
2.1	--	Securities Purchase Agreement between Classic Cable, Inc. and Buford Group, Inc. dated as of May 11, 1999 (incorporated by reference to Exhibit 2.1 of the Company's Registration Statement on Form S-4 (Registration No. 333-63641)).
2.2	--	Asset Purchase Agreement, dated as of October 14, 1999, by and between Star Cable Associates and Universal Cable Holdings, Inc., and Amendment No. 1 thereto, dated February 16, 2000 (incorporated by reference to Exhibit 2 of the Company's Current Report on Form 8-K filed February 29, 2000, Commission File No. 1-15427).
3.1	--	Amended and Restated Certificate of Incorporation of Classic Communications, Inc., dated as of December 9, 1999. (incorporated by reference to Exhibit 3.1 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1999, Commission File No. 1-15427).
3.2	--	Amended and Restated Bylaws of Classic Communications, Inc. (incorporated by reference to Exhibit 3.2 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1999, Commission File No. 1-15427).
4.1	--	Form of certificate evidencing shares of Class A voting common stock (incorporated by reference to Exhibit 4.1 of the Company's Registration Statement on Form S-1/A, Registration No. 333-89295).
4.2	--	Purchase Agreement, dated July 21, 1999, by and among Classic Cable, Inc. and Goldman, Sachs & Co., Donaldson, Lufkin & Jenrette Securities Corporation and Merrill Lynch, Pierce, Fenner & Smith Incorporated (incorporated by reference to Exhibit 10.16 of the Company's Registration Statement on Form S-4, Registration No. 333-63641).

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EXHIBIT NUMBER		DESCRIPTION
4.3	--	Exchange and Registration Rights Agreement, dated July 28, 1999, by and between Classic Cable, Inc. and Goldman, Sachs & Co., Donaldson, Lufkin & Jenrette Securities Corporation, Merrill Lynch, Pierce, Fenner & Smith Incorporated (incorporated by reference to Exhibit 10.18 of the Company's Registration Statement on Form S-4, Registration No. 333-63641).
4.4	--	Indenture for \$150,000,000 9.375% Senior Subordinated Notes due 2009, dated as of July 28, 1999 between Classic Cable, Inc., as Issuer, the Guarantors listed on Schedule 1 thereto, Chase Bank of Texas, National Association, as Trustee (incorporated by reference to Exhibit 10.18 of the Company's Registration Statement on Form S-4, Registration No. 333-63641).
4.5	--	Indenture for \$225,000,000 10 1/2% Senior Subordinated Notes due 2010, dated as of February 16, 2000, among Classic Cable, Inc., as Issuer, and the Subsidiary Guarantors listed on Schedule 1 thereto, and Chase Bank of Texas, National Association, as Trustee (incorporated by reference to Exhibit 4.9 to Classic Cable, Inc.'s S-4 dated April 14, 2000, Registration No. 333-34850).
4.6	--	Form of Global 9.375% Senior Subordinated Note due 2009 (incorporated by reference to Exhibit 10.19 of the Company's Registration Statement on Form S-4, Registration No. 333-63641).
4.7	--	Form of Global 10 1/2% Senior Subordinated Note due 2010 (incorporated by reference to Exhibit 4.10 to Classic Cable, Inc.'s S-4 dated April 14, 2000, Registration No. 333-34850).
4.8	--	Registration Rights Agreement dated as of July 29, 1998, by and between Classic Communications, Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated (incorporated by reference to Exhibit 4.3A of the Company's Registration Statement on Form S-4, Registration No. 333-63641).
4.9	--	Shareholder and Registration Rights Agreement, dated as of July 29, 1998, by and among Classic Communications, Inc. and Certain Stockholders and Merrill Lynch, Pierce, Fenner & Smith Incorporated (incorporated by reference to Exhibit 4.3B of the Company's Registration Statement on Form S-4, Registration No. 333-63641).
4.10	--	First Supplemental Indenture, dated as of July 28, 1999, between Classic Cable, Inc., as Issuer, the Subsidiary Guarantors named thereon, as Guarantors, and Chase Bank of Texas, National Association, as Trustee (incorporated by reference to Exhibit 4.4 of the Company's Registration Statement on Form S-4, Registration No. 333-63641).
4.11	--	Amended and Restated Stockholders' Agreement, dated as of December 13, 1999, by and among Classic Communications, Inc., Brera Classic, LLC and the additional parties named therein (incorporated by reference to Exhibit 4.11 of the Company's Annual Report on Form 10-K for fiscal year ended December 31, 1999, Commission File No. 1-15427).

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EXHIBIT NUMBER		DESCRIPTION
4.12	--	Amended and Restated Registration Rights Agreement, dated as of December 13, 1999, by and among Classic Communications, Inc., Brera Classic, LLC and the additional parties named therein (incorporated by reference to Exhibit 4.12 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1999, Commission File No. 1-15427).
4.13	--	Exchange and Registration Rights Agreement, dated February 16, 2000, by and among Classic Cable, Inc., Goldman Sachs & Co., Merrill Lynch and Co., Chase Securities, Inc. and Donaldson, Lufkin & Jenrette (incorporated by reference to Exhibit 4.11 to Classic Cable, Inc.'s S-4 dated April 14, 2000, Registration No. 333-34850).
10.5	--	Employment Agreement dated as of April 24, 2000 by and between Classic Communications, Inc., Classic Cable, Inc. and Dale R. Bennett (incorporated by reference to Exhibit 10.1 of the Company's report on Form 10-Q for the fiscal quarter ended September 30, 2000, Commission File No. 1-15427).
10.6	--	Employment Agreement dated as of November 3, 2000 by and between Classic Communications, Inc., Classic Cable, Inc. and Daniel J. Pike (incorporated by reference to Exhibit 10.6 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2000, Commission File No. 1-15427).
10.7	--	Employment Agreement dated as of September 11, 2000 by and between Classic Communications, Inc., Classic Cable, Inc. and Todd Cruthird (incorporated by reference to Exhibit 10.7 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2000, Commission File No. 1-15427).
10.8	--	Consulting Agreement dated as of December 21, 2000 among Classic Communications, Inc., Classic Cable, Inc., J. Merritt Belisle, and The Black Creek Group (incorporated by reference to Exhibit 10.8 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2000, Commission File No. 1-15427).
10.9	--	Separation of Employment agreement dated as of January 26, 2001 by and between Classic Communications, Inc., Classic Cable, Inc., and Steven E. Seach (incorporated by reference to Exhibit 10.9 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2000, Commission File No. 1-15427).
10.10	--	Termination Agreement dated as of January 15, 2001 by and between Classic Communications, Inc., Classic Cable, Inc., and Ronald W. Martin (incorporated by reference to Exhibit 10.10 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2000, Commission File No. 1-15427).

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EXHIBIT NUMBER		DESCRIPTION
10.11	--	Services agreement dated as of January 18, 2001 by and between Classic Communications, Inc. and James A. Kofalt (incorporated by reference to Exhibit 10.11 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2000, Commission File No. 1-15427).
10.12	--	Amended and Restated Credit Agreement dated July 28, 1999 among Classic Cable, Inc., as Borrower, the Lenders Parties thereto, Goldman Sachs Credit Partners, L.P., as Lead Arranger and Syndication Agent, and The Chase Manhattan Bank, as Documentation Agent, and Union Bank of California, N.A., as Administrative Agent. (incorporated by reference to Exhibit 10.6 of the Company's Registration Statement on Form S-4, Registration No. 333-63641).
10.13	--	Amendment and Waiver No. 1 to the Amended and Restated Credit Agreement dated November 15, 1999 among Classic Cable, Inc., as Borrower, the Lenders Parties thereto, Goldman Sachs Credit Partners, L.P., as Lead Arranger and Syndication Agent, and The Chase Manhattan Bank, as Documentation Agent, and Union Bank of California, N.A., as Administrative Agent (incorporated by reference to Exhibit 10.14 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1999, Commission File No. 1-15427).
10.14	--	Amended and Restated Credit Agreement dated January 31, 2000 among Classic Cable, Inc., as Borrower, the Lenders Parties thereto, Goldman Sachs Credit Partners, L.P., as Lead Arranger and Syndication Agent, and The Chase Manhattan Bank, as Documentation Agent, and Union Bank of California, N.A., as Administrative Agent (incorporated by reference to Exhibit 10.15 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1999, Commission File No. 1-15427).
10.15	--	Amendment and Waiver No. 3 to the Amended and Restated Credit Agreement dated September 29, 2000 among Classic Cable, Inc., as Borrower, the Lenders Parties thereto, Goldman Sachs Credit Partners, L.P., as Lead Arranger and Syndication Agent, and The Chase Manhattan Bank, as Documentation Agent, and Union Bank of California, N.A., as Administrative Agent (incorporated by reference to Exhibit 10.2 of the Company's report on Form 10-Q for the fiscal quarter ended September 30, 2000, Commission File No. 1-15427).
10.16	--	Facilities Commitment Letter, dated June 24, 1999, between Classic Cable, Inc. and Goldman Sachs Credit Partners L.P. (incorporated by reference to Exhibit 10.7 of the Company's Registration Statement on Form S-4, Registration No. 333-63641).
10.17	--	Asset Purchase Agreement dated May 14, 1998 by and between Cable One, Inc. and Black Creek Communications, Inc. (incorporated by reference to Exhibit 10.8 of the Company's Registration Statement on Form S-4, Registration No. 333-63641).

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EXHIBIT NUMBER		DESCRIPTION
10.18	--	Assignment of Asset Purchase Agreement dated June 19, 1998. (incorporated by reference to Exhibit 10.8(b) of the Company's Registration Statement on Form S-4, Registration No. 333-63641).
10.19	--	Amendment No. 1 to Asset Purchase Agreement dated July 15, 1998. (incorporated by reference to Exhibit 10.8(c) of the Company's Registration Statement on Form S-4, Registration No. 333-63641).
10.20	--	1996 Restricted Stock Award Plan of Classic Communications, Inc. (incorporated by reference to Exhibit 10.9 of the Company's Registration Statement on Form S-4, Registration No. 333-63641).
10.21	--	1998 Restricted Stock Award Plan of Classic Communications, Inc. (incorporated by reference to Exhibit 10.10 of the Company's Registration Statement on Form S-4, Registration No. 333-63641).
10.24	--	Form of Stock Option Agreement relating to August 25, 1999 and December 7, 1999 grants (incorporated by reference to Exhibit 10.13 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1999, Commission File No. 1-15427).
10.25	--	Classic Communications, Inc. 1999 Omnibus Stock Incentive Plan, as amended (incorporated by reference to Exhibit 10.5 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1999, Commission File No. 1-15427).
10.26	--	Investment Agreement dated as of May 24, 1999 between Brera Classic, LLC and Classic Communications, Inc. (incorporated by reference to Exhibit 10.11 of the Company's Registration Statement on Form S-4, Registration No. 333-63641).
10.27	--	Management and Advisory Fee Agreement dated May 24, 1999 (incorporated by reference to Exhibit 10.12 of the Company's Registration Statement on Form S-4, Registration No. 333-63641).
10.28	--	Employee Loan/Stock Purchase Incentive Plan of Classic Communications, Inc. (incorporated by reference to Exhibit 10.3 of the Company's report on Form 10-Q for the fiscal quarter ended September 30, 2000, Commission File No. 1-15427).
10.29	--	Secured Super-Priority Debtor in Possession Revolving Credit Agreement, dated as of November 13, 2001, among Classic Cable, Inc., as debtor and debtor in possession, as Borrower; Classic Communications, Inc., as debtor and debtor in possession, as Parent Guarantor; the subsidiaries of the borrower party thereto, as debtors and debtors in possession, as Subsidiary Guarantors; the lenders and issuers from time to time party thereto; and Goldman Sachs Credit Partners L.P., as Administrative Agent, Lead Arranger and Syndication Agent (incorporated by reference to Exhibit 10.1 of the Company's report on Form 10-Q for the fiscal quarter ended September 30, 2001, Commission File No. 1-15427).

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EXHIBIT NUMBER		DESCRIPTION
10.30	--	Employment Agreement dated as of May 1, 2001, by and between Classic Communications, Inc Classic Cable, Inc. and Jimmie Taylor.
10.31	--	Separation of Employment agreement dated as of November 6, 2001, by and between Classic Communications, Inc., Classic Cable, Inc., and Kay Monigold.
10.32	--	Amended and Restated Classic Cable, Inc. Key Employee Retention Plan dated as of December 2001, by and between Classic Cable, Inc., and eligible employees of Classic Cable, Inc.
12.1	--	Ratio of Earnings to Fixed Charges
21.1	--	Subsidiaries of Classic Communications, Inc.
23.1	--	Consent of PricewaterhouseCoopers LLP

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